
YOUTUBE, INC.

a Delaware corporation

SERIES B FINANCING

CLOSING DATE: March 30, 2006

YOUTUBE, INC.
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CLOSING DATE: March 30, 2006

**Tab
Number**

I. Actions Taken Prior to the Closing

- A. Action by Unanimous Written Consent of the Board of Directors of
YouTube, Inc., dated March 30, 2006 1
- Exhibit A: Second Amended and Restated Certificate of Incorporation (See
Tab 3)
- Exhibit B: Series B Preferred Stock Purchase Agreement (See **Tab 4**)
- Exhibit C: Amended and Restated Investors' Rights Agreement (See **Tab 6**)
- Exhibit D: Amended and Restated Right of First Refusal and Co-Sale
Agreement (See **Tab 8**)
- Exhibit E: Amended and Restated Voting Agreement (See **Tab 7**)
- B. Action by Written Consent of the Stockholders of YouTube, Inc., dated
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Tab 3)
- C. Second Amended and Restated Certificate of Incorporation filed in
Delaware on March 29, 2006 3

II. Documents Delivered at the Closing

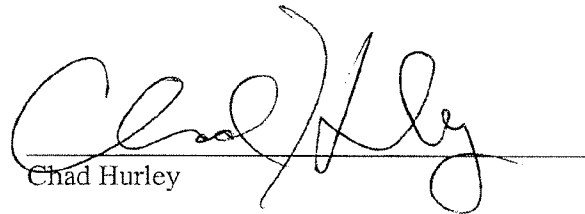
- A. Series B Preferred Stock Purchase Agreement, dated March 30, 2006 4
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- Exhibit B: Second Amended and Restated Certificate of Incorporation (See
Tab 3)
- Exhibit C: Amended and Restated Investors' Rights Agreement (See **Tab 6**)
- Exhibit D: Amended and Restated Voting Agreement (See **Tab 7**)
- Exhibit E: Amended and Restated Right of First Refusal and Co-Sale
Agreement (See **Tab 8**)
- Exhibit F: Schedule of Exceptions (See **Tab 5**)
- Exhibit G: Officer's Certificate (See **Tab 9**)
- Exhibit H: Opinion of Counsel to the Company (See **Tab 11**)

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IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date first set forth above, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date first above written. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.




Chad Hurley

Steve Chen

Roelof Botha

IN WITNESS WHEREOF, the undersigned have executed this Action by Unanimous Written Consent of the Board of Directors as of the date first set forth above, which may be executed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. This action shall be filed with the minutes of the proceedings of this Board of Directors and shall be effective as of the date first above written. Any copy, facsimile or other reliable reproduction of this action may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction be a complete reproduction of the entire original writing.

Chad Hurley




Steve Chen

Roelof Botha

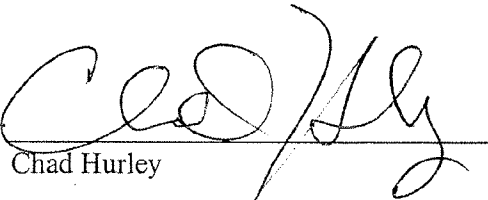
IN WITNESS WHEREOF, this action by written consent shall be effective as of the date the Company receives the requisite consent of the Company's stockholders. By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company's capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

Dated: 3/24/2006

By: 
Steve Chen

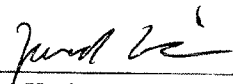
IN WITNESS WHEREOF, this action by written consent shall be effective as of the date the Company receives the requisite consent of the Company's stockholders. By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company's capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

Dated: 3/27/06

By 
Chad Hurley

IN WITNESS WHEREOF, this action by written consent shall be effective as of the date the Company receives the requisite consent of the Company's stockholders. By executing this action by written consent, each undersigned stockholder is giving written consent with respect to all shares of the Company's capital stock held by such stockholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing. This action by written consent shall be filed with the minutes of the proceedings of the stockholders of the Company.

Dated: 3-27-06

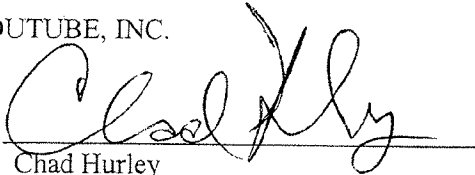
By: 
Jawed Karim

IN WITNESS WHEREOF, the parties hereto have executed this Series B Preferred Stock Purchase Agreement effective as of the date first set forth above.

COMPANY:

YOUTUBE, INC.

By: _____


Chad Hurley

President and Chief Executive Officer

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[Signature Page to Series B Preferred Stock Purchase Agreement]

EXHIBIT A

SCHEDULE OF INVESTORS

Investor	Number of Shares	Wire Transfer or Check	Conversion of Debt	Total Purchase Price
Sequoia Capital XI 3000 Sand Hill Road Building 4, Suite 180 Menlo Park, CA 94025 Attention Roelof Botha Tel: [REDACTED] Fax: [REDACTED] Email: roelof@sequoiacap.com	1,092,837	\$2,607,215.90	\$1,764,130.60	\$4,371,346.50
Sequoia Capital XI Principals Fund 3000 Sand Hill Road Building 4, Suite 180 Menlo Park, CA 94025 Attention Roelof Botha Tel: [REDACTED] Fax: [REDACTED] Email: roelof@sequoiacap.com	118,892	\$283,645.11	\$191,923.89	\$475,569.00
Sequoia Technology Partners XI 3000 Sand Hill Road Building 4, Suite 180 Menlo Park, CA 94025 Attention Roelof Botha Tel: [REDACTED] Fax: [REDACTED] Email: roelof@sequoiacap.com	34,521	\$82,358.17	\$55,726.33	\$138,084.50
Artis Microcap Fund, L.P. One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	268,266	\$1,073,064.00		\$1,073,064.00

Investor	Number of Shares	Wire Transfer or Check	Conversion of Debt	Total Purchase Price
Artis Microcap Master Fund, L.P. One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	212,459	\$849,836.00		\$849,836.00
Artis Technology Partners, L.P. One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	2,490	\$9,960.00		\$9,960.00
Artis Technology Qualified Partners, L.P. One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	22,736	\$90,944.00		\$90,944.00
Artis Technology Partners Ltd. One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	66,963	\$267,852.00		\$267,852.00
Artis Technology 2X, L.P. One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	7,617	\$30,468.00		\$30,468.00

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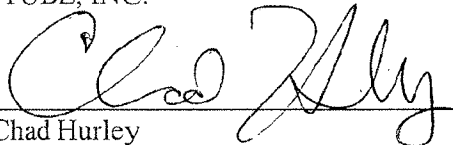
Investor	Number of Shares	Wire Transfer or Check	Conversion of Debt	Total Purchase Price
Artis Technology Qualified 2X, L.P. One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	41,319	\$165,276.00		\$165,276.00
Artis Technology 2X Ltd. One Market Plaza Spear Street Tower, Suite 1700 San Francisco, CA 94105 Attention: David Lamond Tel: [REDACTED] Fax: [REDACTED] Email: [REDACTED]	128,150	\$512,600.00		\$512,600.00
WS Investment Company, LLC (2006A) 650 Page Mill Road Palo Alto, CA 94304-1050 Tel: [REDACTED] Fax: [REDACTED] Email: jterranova@wsgr.com	3,750	\$15,000		\$15,000
Total	2,000,000	\$5,988,219.18	\$2,011,780.82	\$8,000,000.00

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the date first written above.

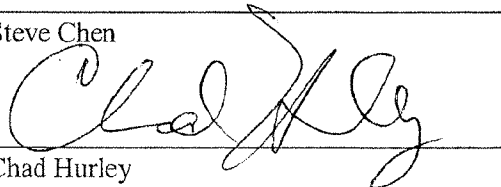
COMPANY:

YOUTUBE, INC.

By: 
Chad Hurley
President and Chief Executive Officer

FOUNDERS:

Steve Chen


Chad Hurley

Jawed Karim

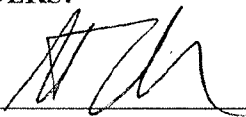
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By: _____
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